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Possession, SCOOBEEZ, SCOOBEEZ GLOBAL,
INC., AND SCOOBUR, LLC

UNITED STATES BANKRUPTCY COURT

CENTRAL DISTRICT OF CALIFORNIA

LOS ANGELES DIVISION

IN RE:

SCOOBEEZ, ET AL.

DEBTORS AND DEBTORS IN POSSESSION.

AFFECTS:

- ☒ ALL DEBTORS
- ☐ SCOOBEEZ, ONLY
- ☐ SCOOBEEZ GLOBAL, INC., ONLY
- ☐ SCOOBUR LLC, ONLY

Case No. 2:19-bk-14989-WB
Jointly Administered:
2:19-bk-14991-WB; 2:19-bk-14997-WB

CHAPTER 11

**APPLICATION FOR AN ORDER AUTHORIZING AND
APPROVING (I) APPOINTING BRIAN WEISS AS
CHIEF RESTRUCTURING OFFICER OF THE
DEBTORS *NUNC PRO TUNC* TO MAY 16, 2019;
DECLARATION OF BRIAN WEISS IN SUPPORT
THEREOF**

[NO HEARING REQUIRED]

JUDGE: HON. JULIA BRAND

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1 **TO THE HONORABLE JULIA BRAND, UNITED STATES BANKRUPTCY JUDGE,**
2 **AND OTHER PARTIES IN INTEREST:**

3 Scoobeez, Scoobeez Global, Inc., and Scoobur LLC (collectively the “Debtors”), by and through
4 their proposed counsel Foley & Lardner LLP, hereby files this Application for an Order Authorizing and
5 Approving the appointment of Brian Weiss, partner with Force Ten Partners LLC (“Weiss”) as Chief
6 Restructuring Officer of the Debtor *Nunc Pro Tunc* to May 16, 2019.

7 The Debtors and their pre-petition secured creditor, Hillair Capital Management, LLC (“Hillair”)
8 are in the process of entering into a stipulation (the “Stipulation”) providing for the use of cash collateral
9 by the Debtors and the appointment of Weiss as Chief Restructuring Officer (“CRO”) over the Debtors.

10 **I. JURISDICTION AND VENUE**

11 This Court has jurisdiction to hear the Application under 28 U.S.C. §§ 157 and 1334. This is a
12 core proceeding pursuant to 28 U.S.C. § 157(b) Venue is proper in this Court pursuant to 28 U.S.C.
13 §§ 1408 and 1409. Sections 105(a) and 363(b) of title 11 of the United States Code (the “Bankruptcy
14 Code”) authorize the relief requested in this Application.

15 **II. RELIEF REQUESTED**

16 By this application, the Debtor respectfully requests the entry of an order, pursuant to sections
17 105(a) and 363(b) of the Bankruptcy Code authorizing and approving the retention of Weiss as CRO as
18 of May 16, 2019 upon the terms and conditions described below. Further support for this Application is
19 contained in the Declaration of Brian Weiss (the “Weiss Declaration”) filed concurrently herewith. A
20 proposed order granting this Application is attached hereto as **Exhibit A**.

21 **III. STATEMENT OF FACTS**

22 **A. The Bankruptcy Case**

23 On April 30, 2019, (the “Petition Date”), the Debtors each filed a petition for relief (a “Petition”)
24 under Chapter 11 of Title 11 of the Bankruptcy Code (the “Chapter 11 Cases”), in the United States
25 Bankruptcy Court for the Central District of California, Southern Division (the “Court”). The Debtors
26 intend to continue in possession of their property and to operate their businesses as debtors-in-
27 possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code. No request for appointment
28 of a Chapter 11 trustee or examiner has been made and, as of the date of this filing, no official

committee has been appointed.

On May 13, 2019, the Court granted the joint administration motion filed by the Debtors and the Chapter 11 Cases are being jointly administered under Case No. 19-14989.

B. Debtors' Formation and Business Overview

The Debtors are a logistics and delivery company headquartered at 3463 Foothill Boulevard, Glendale, California 91214. Amazon is one of their largest customers.

Over the past two years, an increasing number of lawsuits have been filed against one or more of the Debtors, including various labor disputes. Most recently, on or about April 22, 2019, Hillair filed a three-count complaint against the Debtors, alleging breach of contract, breach of guaranty and replevin and delivery, which is currently pending as case number 19GDCV00492 in the Superior Court of the State of California, County of Los Angeles, North Central District (the "Los Angeles Case"). On or about April 24, 2019, Hillair filed an Ex Parte Application to Appoint Receiver, Issue Temporary Restraining Order and Set Order to Show Cause Why Receiver Should Not Be Confirmed and Why Preliminary Injunction Should Not Be Issued (the "Ex Parte Application") in the Los Angeles Case. The hearing on the Ex Parte Application was set for May 1, 2019 at 1:30 p.m., however, the Debtors filed these cases prior to that hearing. In addition, within the past 90-120 days, a number of purported creditors have filed UCC-1 financing statements asserting purported liens against substantially all, if not all, of the Debtors' personal property, including but not limited to accounts receivable.

Based on the aforementioned events and circumstances, amongst others, the Debtors began to explore and evaluate potential reorganization strategies aimed towards preserving and strengthening the Debtors' operations. After significant deliberation by the Debtors in this regard, the Debtors determined, in conjunction with insolvency counsel, that pursuing reorganization under chapter 11 of the Bankruptcy Code provided the best option for the Debtors, their customers, and their creditors. The decision to file these Chapter 11 Cases was expedited by the circumstances of the Los Angeles Case, and because of the emergency nature of the filings, the Debtors were unable to complete the normal pre-bankruptcy filing tasks, which they are now in the process of finishing.

By and through the Chapter 11 Cases, the Debtors intend to restructure their obligations and reorganize their operations in order to maximize revenues and, thus, their ability to pay creditors of the

bankruptcy estates through a plan of reorganization.

IV. RELIEF REQUESTED

Pursuant to the Stipulation, the Debtors request that this Court enter an order appointing Weiss as CRO.

V. QUALIFICATIONS OF WEISS AND FORCE 10

Weiss is the co-founder of and a partner at Force 10, a financial advisory services firm specializing in corporate restructuring, challenged business, litigation, and other special situations. Weiss and Force 10 have substantial experience with providing financial advisory services for entities in chapter 11 including analyzing business operations, financial modeling, operational analyses, capital raising, asset sales, serving in the capacity of financial advisor, and developing reorganization strategies.

Weiss and the other professionals who comprise Force 10 have a thorough understanding of the restructuring process and have substantial experience advising constituents in chapter 11, including debtors, shareholders, lenders, and creditor committees.

VI. SCOPE OF SERVICES

Pursuant to this Application, and the Stipulation, the Debtors propose to appoint Weiss as Chief Restructuring Officer on the terms and conditions set forth in this Application and the Stipulation. Working with the Debtors' senior management team and the board of directors, as well as the Debtors' other professionals, Weiss will assist Debtors in evaluating and implementing strategic and tactical options throughout the Chapter 11 process.

Subject to the Stipulation, Weiss will provide the following services for the Debtors (collectively, the "CRO Services"):

- i. Review and analyze the Debtors and their financial results, financial projections, operational data and compliance with the Budget;
- ii. Gain an understanding of the existing contractual arrangements and obligations with customers, advisors/consultants and suppliers;
- iii. Assist the Debtor in managing key constituents, including communications and meetings with, and requests for information made by, creditor constituents, including secured lenders, vendors, customers and employees;

- iv. Oversee key customer relationships;
- v. Provide expert testimony, if required and permitted;
- vi. Manage cash forecasting and liquidity management procedures. In particular, assume responsibility and oversight of day-to-day cash management and initiatives to protect, preserve, and enhance liquidity;
- vii. Review and evaluate the go-forward business;
- viii. Conduct a review and analysis of the existing workforce and direct recruitment of new employees, where and if appropriate; and
- ix. Execute on identified cost saving initiatives.

These services are necessary to enable the Debtors to operate their businesses efficiently in chapter 11 and pursue a restructuring plan, all the while maximizing the value of their estates and successfully administering these Chapter 11 Cases. The Debtors intend and believe that Weiss's services will complement, and not duplicate, the services rendered by any other professional retained in this chapter 11 case. Weiss understands that the Debtors have retained and may retain additional professionals during the term of Weiss's engagement, and Weiss has agreed that he will work cooperatively with such professionals to integrate any respective work conducted by the professionals on behalf of the Debtors, and to avoid the unnecessary duplication of services, including with the Debtors' proposed Financial Advisors, Conway MacKenzie, Inc. ("Conway"). The services listed above are vital to the success of these Chapter 11 Cases, and the Debtors require knowledgeable management to render such services. Accordingly, the Debtor believes that Weiss is well qualified to perform these services in this case.

VII. TERMS OF RETENTION

The Debtor seeks to employ and retain Weiss under section 363 of the Bankruptcy Code, rather than under section 327 of the Bankruptcy Code. Weiss's retention, as provided for in greater detail in the proposed order, is consistent with the protocols for CROs in this district. Specifically, if the Court approves a relief requested herein, Weiss will not be required to submit fee applications under sections 330 and 331 of the Bankruptcy Code. Weiss will, however, submit compensation and staffing reports in accordance with the protocols for the retention of CROs in this district.

Weiss will charge his customary hourly rate of \$595 for this engagement, subject to periodic adjustments. Weiss anticipates that he will provide the vast majority of services to the Debtors for this matter, in conjunction with their proposed Financial Advisors, Conway. In the rare instances where other Force 10 personnel are required, they will be charged at their customary hourly rates of \$225-650 per hour.

In addition to the fees outlined above, Weiss will bill the Debtors for reasonable and customary out-of-pocket expenses incurred in connection with this engagement, such as telephone, overnight mail, messenger, travel, meals, accommodations and other expenses specifically related to Weiss's engagement in accordance with the US Trustee Guidelines as applicable.

The Debtor believes that Weiss's fees and compensation as set forth herein are reasonable and justified under the circumstances.

VIII. BASIS FOR RELIEF

Section 363(b)(1) of the Bankruptcy Code provides in relevant part that "[t]he trustee, after notice and a hearing, may use, sell, or lease, other than in the ordinary course of business, property of the estate." 11 U.S.C. § 363(b)(1). Further, under section 105(a) of the Bankruptcy Code, the "court may issue any order, process, or judgment that is necessary to carry out the provisions of this title." 11 U.S.C. § 105(a).

The court should approve the debtor's proposed use of its assets under section 363(b) of the Bankruptcy Code if the proposed use reflects the debtor's reasonable business judgment. *See Myers v. Martin (In re Martin)*, 91 F.3d 389, 395 (3d Cir. 1996) (noting that under normal circumstances, the court defers to the trustee's judgment so long as there is a "legitimate business justification"); *In re Del. & Hudson R.R. Co.*, 124 B.R. 169, 176 (D. Del. 1991) (courts have applied the "sound business purpose" test to evaluate motions brought under section 363(b)); *In re Schipper*, 933 F.2d 513, 515 (7th Cir. 1990) (applying "business justification" test to transactions outside the ordinary course of business); *Stephens Indus., Inc. v. McClung*, 789 F.2d 386, 390 (6th Cir. 1986) (applying the "sound business purpose" test); *Comm. of Equity Sec. Holders v. Lionel Corp. (In re Lionel Corp.)*, 722 F.2d 1063, 1070 (2d Cir. 1983) (requiring "articulated business justification").

A debtor, pursuant to section 363(b), may employ one or more professionals to act as their

restructuring officers or managers or crisis officers or managers. *See In re Tokheim Corp.*, Case No. 02-13437 (RJN) (Bankr. D. Del. Feb. 25, 2003). The retention of interim corporate officers and other temporary employees is proper under section 363 of the Bankruptcy Code. Numerous courts have authorized retention of officers utilizing this provision of the Bankruptcy Code, including this Court. *See In re S.B. Restaurant Co., et al.*, Case No. 14-13778 (ES) (Bankr. C.D. Cal. Aug. 25, 2014); *In re Westcliff Medical Laboratories, Inc.*, Case No. 10-16743 (Bankr. C.D. Cal. June 25, 2010); *In re Fatburger Restaurants of California, Inc., et al.*, Case No. 09-13965 (Bankr. C.D. Cal. Feb. 16, 2011); *In re Fairfield Residential LLC*, Case No. 09-14378 (Bankr. D. Del Jan. 13, 2010); *In re The Holliston Mill, Inc.*, Case No. 07-10687 (MFW) (Bankr. D. Del. June 6, 2007); *In re Sea Containers Ltd.*, Case No. 06-11156 (KJC) (Bankr. D. Del. May 8, 2007); *In re Adva-Lite, Inc.*, Case No. 07-10264 (KJC) (Bankr. D. Del. Mar. 16, 2007); *In re Global Home Products, LLC*, Case No. 06-10340 (KG) (Bankr. D. Del. May 4, 2006); *In re World Health Alternatives, Inc.*, Case No. 06-10166 (PJW) (Bankr. D. Del. Mar. 15, 2006).

The Debtors are seeking to employ Weiss, who has substantial experience and knowledge with restructuring cases, to advise and guide them through the chapter 11 process and to assist with the prosecution of these chapter 11 cases. Weiss's services are necessary and essential to the Debtors' restructuring efforts.

The Debtors submit that the employment of Weiss is a sound exercise of their business judgment and satisfies section 363 of the Bankruptcy Code, as the services of Weiss are necessary and essential to the Debtor's reorganization efforts and overall administration of this bankruptcy case. Hillair, the Debtor's pre-petition secured lender agreed that the Debtors and the estates would be best served by the appointment of a CRO. Based on the foregoing, the Debtors submit that the relief requested herein is necessary and appropriate, is in the best interests of their estate and all other interested parties, and should be granted in all respects.

IX. DISINTERESTEDNESS

Though the Debtors submits that the retention of Weiss is not governed by section 327 of the Bankruptcy Code, the Weiss Declaration discloses, among other matters, any relationship that Weiss has with the Debtors, their creditors, and other parties in interest. Unless discussed in the Weiss Declaration,

Weiss does not have any connection with, or any interest adverse to, the Debtors, their creditors, or any parties in interest. To the extent Weiss has relationships with any parties in interest in this case; those relationships are set forth in the Weiss Declaration. Weiss reserves the right to supplement the Weiss Declaration in the event he learns of any connection with any other parties in interest in this case. Accordingly, the Debtors submit that Weiss does not hold any adverse interests such to disqualify his service in these Chapter 11 Cases.

X. NOTICE

Notice of this Application has been provided to: (a) the Office of the United States Trustee for the Central District of California; (b) the secured creditors of the Debtors and their counsel; (c) the twenty (20) largest unsecured creditors of the Debtors; and (d) the parties that file with the Court requests for notice of all matters in accordance with Bankruptcy Rule 2002. The Debtors submit that in light of the nature of the relief requested, no further notice is required.

The Debtors are also filing an application to have this Motion heard on shortened notice pursuant to Local Rule 9075-1(b).

XI. NO PRIOR MOTION

The Debtors have not made any prior motion for the relief sought in this motion to this Court or any other.

WHEREFORE, the Debtors respectfully requests that the Court enter an order authorizing and approving the retention of Weiss as Chief Restructuring Officer of the Debtors *Nunc Pro Tunc* to May 16, 2019; and for such other and further relief as the Court deems just and proper.

Dated: May 16, 2019

FOLEY & LARDNER LLP

/s/ Ashley M. McDow

Ashley M. McDow
[Proposed] Attorneys for Debtors and Debtors-
in-Possession, Scoobeez, Scoobeez Global,
Inc., and Scoobur, LLC

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Case No. 2:19-bk-14989-WB
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CHAPTER 11

**DECLARATION OF BRIAN WEISS IN
SUPPORT OF THE DEBTORS'
APPLICATION FOR AN ORDER
AUTHORIZING AND APPROVING THE
EMPLOYMENT AND RETENTION OF
WEISS AS CHIEF RESTRUCTURING
OFFICER OF THE DEBTOR *NUNC PRO
TUNC* TO MAY 16, 2019**

JUDGE: HON. JULIA BRAND

1 I, Brian Weiss hereby declare that the following is true to the best of my knowledge,
2 information, and belief:

3 I am a partner and co-founder at Force Ten Partners, LLC, which has its principal place office at
4 20341 SW Birch Street, Newport Beach, CA 92660. I am authorized to make this declaration (this
5 “Declaration”) on behalf of myself and Force Ten Partners, LLC (“Force 10”) and in support of the
6 motion (the “Application”) filed by Scoobeez, Scoobeez Global, Inc., and Scoobur, LLC (collectively
7 the “Debtors”) for entry of an order, pursuant to sections 105(a) and 363(b) of the Bankruptcy Code,
8 authorizing the Employment and Retention of Brian Weiss as Chief Restructuring Officer of the Debtors
9 *Nunc Pro Tunc* to May 16, 2019. By the Application, the Debtors seek to retain me as Chief
10 Restructuring Officer (“CRO”) pursuant to the terms of the Stipulation.¹ All facts in this Declaration are
11 based on my personal knowledge, information gathered from my review of relevant documents, and
12 information supplied to me by the Debtors or their professionals.

13 **Force 10 and Weiss’s Qualifications**

14 My firm, Force 10, is a financial advisory services firm specializing in corporate restructuring,
15 challenged business, litigation, and other special situations. I have substantial experience with providing
16 financial advisory services for entities in chapter 11 including analyzing business operations, financial
17 modeling, operational analyses, capital raising, asset sales, serving in the capacity of financial advisor,
18 and developing reorganization strategies. Information about myself and Force 10 attached hereto as
19 Exhibit 1 and is incorporated herein by this reference.

20 I and the professionals who comprise Force 10 have a thorough understanding of the
21 restructuring process and have substantial experience advising constituents in chapter 11, including
22 debtors, shareholders, lenders, and creditor committees.

23 Subject to the Stipulation, I will provide the following services for the Debtors:

- 24 i. Review and analyze the Debtors and their financial results, financial projections,
25 operational data and compliance with the Budget;
26 ii. Gain an understanding of the existing contractual arrangements and obligations
27

28 ¹ Capitalized terms not defined herein have the terms ascribed to them in the Application.

- 1 with customers, advisors/consultants and suppliers;
- 2 iii. Advise the Debtors with regard to the development and implementation of a
- 3 turnaround and restructuring plan;
- 4 iv. Assist the Debtor in managing key constituents, including communications and
- 5 meetings with, and requests for information made by, creditor constituents,
- 6 including secured lenders, vendors, customers and employees;
- 7 v. Oversee key customer relationships;
- 8 vi. Provide expert testimony, if required and permitted;
- 9 vii. Manage cash forecasting and liquidity management procedures. In particular,
- 10 assume responsibility and oversight of day-to-day cash management and
- 11 initiatives to protect, preserve, and enhance liquidity;
- 12 viii. Review and evaluate the go-forward business;
- 13 ix. Conduct a review and analysis of the existing workforce and direct recruitment of
- 14 new employees, where and if appropriate; and
- 15 x. Execute on identified cost saving initiatives.

16 The Debtors seek to employ and retain me under section 363 of the Bankruptcy Code, rather than

17 under section 327 of the Bankruptcy Code. My retention, as provided for in greater detail in the

18 proposed order, is consistent with the protocols for retaining CROs in this district. Specifically, if the

19 Court approves the relief requested herein, I will not be required to submit fee applications under

20 sections 330 and 331 of the Bankruptcy Code. I will, however, submit compensation and staffing reports

21 in accordance with the protocols for the retention of CROs in this district.

22 I will charge my customary hourly rate of \$595 for this engagement, subject to periodic

23 adjustments. I anticipate that I will provide the vast majority of services to the Debtors for this matter, in

24 conjunction with their proposed Financial Advisors, Conway MacKenzie, Inc. ("Conway"). I will not

25 duplicate services provided by other professionals, including Conway. In the rare instances where other

26 Force 10 personnel are required, they will be charged at their customary hourly rates of \$225-650 per

27 hour.

28

1 In addition to the fees outlined above, I will bill the Debtors for reasonable and customary out-
2 of-pocket expenses incurred in connection with this engagement, such as telephone, overnight mail,
3 messenger, travel, meals, accommodations and other expenses specifically related to my engagement in
4 accordance with the US Trustee Guidelines as applicable.

5 **Weiss's Connections to the Debtors' Estates**

6 I acknowledge and respectfully represent that the elements of section 327 of the Bankruptcy
7 Code and Bankruptcy Rule 2014 are not necessary or relevant in connection with my employment,
8 which is being made pursuant to section 363 of the Bankruptcy Code. Nevertheless, in connection with
9 my proposed employment and retention by the Debtors, Force 10 and I searched its client database to
10 determine whether it had any conflicts or other relationships with the parties attached as Exhibit 2.

11 As part of our diverse practice, Force 10 and I appear in numerous cases, proceedings, and
12 transactions involving many different attorneys, accountants, investment bankers, and financial
13 consultants, some of whom may represent claimants and parties in interest in these Chapter 11 Cases.
14 Further, Force 10 and I have in the past, and may in the future, be represented by several attorneys and
15 law firms, some of whom may be involved in these Chapter 11 Cases. In addition, Force 10 and I have
16 been in the past, and likely will be in the future, engaged in matters unrelated to the Debtors or these
17 Chapter 11 Cases in which Force 10 or I may work with or against other professionals involved in this
18 case. To the best of my knowledge, information, and belief, insofar as I have been able to ascertain after
19 reasonable inquiry, none of these business relations constitute interests adverse to the Debtors.

20 To the best of my knowledge, information, and belief, insofar as I have been able to ascertain
21 after reasonable inquiry, other than my work for the Debtors in this case, neither I, nor Force 10, nor any
22 of Force 10's principals, employees, agents, or affiliates (a) have any connection with the Debtors, their
23 creditors, or any other party with an actual or potential interest in these Chapter 11 Cases, or their
24 respective attorneys or accountants or (b) are related or connected to any United States Bankruptcy
25 Judge for the Central District of California, any of the District Judges for the Central District of
26 California who handle bankruptcy cases, the U.S. Trustee, or any employee in the Office of the U.S.
27 Trustee.
28

1 Despite the efforts described above to identify and disclose my connections with potential parties
2 in interest in this case, I am unable to state with certainty that every client relationship or other
3 connection has been disclosed herein. In this regard, if Force 10 or I discover additional information that
4 requires disclosure, I will file a supplemental disclosure with this Court.

5 To the best of my knowledge, information, and belief, insofar as I have been able to ascertain
6 after reasonable inquiry, Force 10 and I have not been retained to assist any entity or person other than
7 the Debtors on matters relating to, or in direct connection with, these Chapter 11 Cases. If the Debtors
8 are authorized by the Court to employ and retain me as CRO, Force 10 and I will not accept any
9 engagement or perform any service for any entity other than the Debtors in these Chapter 11 Cases.
10 Force 10 and I will, however, continue to provide professional services to entities that may be creditors
11 or equity security holders of the Debtors or parties in interest in this case, provided that such services do
12 not relate to, or have any direct connection with, these Chapter 11 Cases.

13 No agreement presently exists to share with any other person or firm any compensation received
14 by me or Force 10 for its services in this case. If any such agreement is entered into, Force 10 and I will
15 undertake to amend and supplement this Declaration to disclose the terms of any such agreement.

16 No promises have been received by me or Force 10, or by any employee thereof, as to
17 compensation in connection with this case other than in accordance with the provisions of the
18 Bankruptcy Code.

19 I am generally familiar with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules,
20 and I will comply with them, subject to the orders of this Court.

21
22
23 [SIGNATURE ON FOLLOWING PAGE]
24
25
26
27
28

1 I declare under penalty of perjury under the laws of the United States of America that the
2 foregoing is true and correct to the best of my knowledge, information and belief.

3 Executed this 16th day of May, 2019

4
5 

6
7 BRIAN WEISS
8 Partner

EXHIBIT 1

FORCE 10 INFORMATION



Overview

While Force 10 is a new entity, its professionals have extensive experience and national reputation in providing the type of services required by debtors and creditors. With a breadth of experience in complex restructuring matters, litigation support, and finance, its professionals advise debtors, shareholders, equity committees, lenders, and creditors in bankruptcy proceedings, compiling an impressive track record of debtor and creditor advisory assignments. Force 10 has professionals with the ability to act as expert witnesses in litigation matters on such issues as solvency, valuation, plan feasibility, interest rate opinions, preference/avoidable transactions, economic damages, fraud examination and accounting issues.

Expertise

Corporate Restructuring Services

Force 10's professionals have substantial experience and thoroughly understand the restructuring process. We advise clients through complex corporate restructurings, including both in and out-of-bankruptcy court matters. Many of our clients have complex capital structures, cross-collateralization issues, owner/shareholder fiduciary/conflict of interest concerns, and other issues.

Creditor Representation

Force 10 also represents Secured Creditors and Creditor Committees. We have assisted in evaluation of Plans of Reorganization and have prepared Plans to compete with a Debtor's Plan to maximize the recovery to our clients by evaluating the Debtor's business operations, key metrics, and business viability. Further we assess the feasibility of the Debtor's proposed Plan of Reorganization; going concern and forced liquidations under Section 363; investigate preference actions; and analyze insider compensation, prepetition asset transfers/sales, and other actions of directors and officers.

Fiduciary Services

Force 10's breadth of skills and experience with operating businesses, financial discipline, forensic accounting, and litigation support have been widely recognized as an excellent fit for being appointed and serving in fiduciary capacities. Generally, Force 10 is appointed as a fiduciary in situations involving complex litigation, financial disputes, breaches of fiduciary duties, and general supervision.

Forensic Accounting

Force 10 professionals have an investigative mindset, deep analytical skills, and extensive experience in performing investigative and forensic accounting services. Our clients include boards of directors/special committees, creditors' committees, plaintiff's legal counsel, and trustees. These services encompass fraud investigation, financial disputes, fraudulent transfers and avoidable transactions, and the application of complex accounting issues.

Expert Testimony

Force 10 professionals are competent and credible expert witnesses with experience testifying about solvency, valuation, interest rates, securities, and accounting, as well as professional duty of care standards including financial advisors and investment bankers.

Business Turnaround & Crisis Management

Force 10's team works closely with our clients' management teams, board of directors, and investors to develop and implement turnaround plans through significant improvement in financial and operating performance. We have extensive operating experience and know-how to quickly stabilize a crisis. We provide an independent evaluation of the key business drivers, operating infrastructure, competitive landscape, and strategy to reduce losses, increase liquidity, and improve the performance of the business.

Investment Banking

Force 10 professionals hail from leading investment banks (Oppenheimer, CIBC World Markets and Jefferies) and have decades of experience advising on mergers, acquisitions, divestitures, and corporate finance for distressed and healthy companies. Our leading market share in transactions taking advantage of section 363 of the bankruptcy code is well known.



Representative Engagements

We extend our track record of success with each new engagement. The following represents Force 10 professionals' successes:

Debtor FA

- Freedom Communications (OC Register) (\$175mm Revenue)
- The Signature Towers (MGM/Turnberry JV) (\$800mm claims)
- Blue Bee, Inc.
- AirFasttickets, Inc. (\$100mm debt)
- Bacchus Development (30 office buildings, \$70mm in debt)
- Breckenridge Food Systems & Related Debtors (20+, 209 legal entities, \$300mm+ in debt, (John Gantes))
- In re: Randall Blanchard (individual Ch. 11)
- In re: Hamilburg (individual Ch. 11)
- In re: Shirley McClure (individual Ch. 11)
- Metropolitan Automotive
- RCR Plumbing & Mechanical (\$250mm in sales)
- IS West
- CyberDefender
- Renaissance Surgical Arts

Creditor FA

- Carl's Furniture
- AGE Refining
- Crystal Cathedral Ministries (Mega Church \$50mm in debt)
- Background Images
- Isayan (Individual)

Valuation Related

- Freedom Communications (The Orange County Register newspaper)
- Internet Specialties West
- United Prosperity Group
- CTC Corporation
- CyberDefender
- CIR Restaurant Holdings Group
- Aletheia Research and Management
- AirFast Tickets
- Morgan Drexen
- Alooian Enterprises
- WallDesign Incorporated

Fiduciary Roles

- Delaware Chancery Court Receiver for AirFastTickets, Inc., a Delaware corporation with subsidiaries in Greece, Germany and the UK.
- AFT Responsible Party, Debtor in Possession, (1:15-bk-11951) in New York Southern District Bankruptcy Court.
- Receiver for Professional Healthcare Billing Services, California, Virginia and Wyoming LLCs (3 entities)
- TreFratelli, LLC, a Wyoming LLC
- Federal Court Appointed Receiver for John Wallace (individual)
- Bacchus Development & Related Debtors
- Internet Specialties West
- Breckenridge Food System (John Gantes)
- SR Restaurant Holdings Group (John Gantes)
- CIR Restaurant Holdings Group (John Gantes)
- Evantix
- Sendio
- Active Wallace Group

Plan Agent/Trustee

- Walldesign Liquidation Trust
- Auarsound Liquidating Trust
- Composite Technology Corporation & Related Debtors (4 entities)
- Internet Specialties West
- W/C Imports

Investment Banking

- Internet Specialties West
- Alooian Enterprises
- Medical Capital remnant assets
- GSP Precision
- CyberDefender
- Evantix
- Novistar
- PetroleumPlace
- Caminus



Adam Meislik

Adam leverages his accomplished career, spanning twenty-five years in restructuring and corporate finance, into various roles for his clients, including financial advisor, investment banker, CRO, expert witness, and fiduciary. His clients have run the gamut, including companies, bank lenders and other secured and unsecured creditors, buyers, sellers, bankruptcy counsel, and litigators, all in the context of workouts, insolvency proceedings, fundraising, M&A, and litigation. He provides expert testimony concerning transactions, intangible/intellectual assets, valuation, solvency, and reasonably equivalent value issues. Adam has a proven record in advising, structuring, and executing in excess of 100 mergers, acquisitions, capital transactions, restructurings, and litigation support assignments.

Prior to co-founding Force 10 Partners in 2016, Adam was a Senior Managing Director at GlassRatner Advisory & Capital Group and Co-President of GlassRatner Securities. Adam was also a Principal with XRoads Solutions Group. He spent half his career at CIBC World Markets and its predecessor, Oppenheimer & Company, where he led numerous multi-disciplinary teams on large capital markets, M&A, and restructuring assignments. He also co-established CIBC's Houston-based energy practice and helped establish CIBC's software practice. Prior to CIBC, Adam worked in the energy groups at Jefferies and Howard Weil.

Adam also serves as a director of public and private companies. Currently, he is board director of the twelve-year-old Orange County-based Sendio, an email security provider, and Evantix (business and assets sold to Optiv, May 2016).

Adam majored in finance and graduated with a bachelor of science degree in management from Tulane University in 1993. He holds FINRA Series 24, 79, and 62 licenses.



Adam Meislik

Direct: 949.357.2359

Mobile: 949.281.6458

Email: ameislik@force10partners.com



Nicholas Rubin

Nicholas is a co-founder of Force 10 Partners. Prior, he was a Senior Managing Director with GlassRatner Advisory & Capital Group. Nicholas has over 20 years of combined leadership experience in capital markets, financial planning, commercial real estate, and corporate finance. He began his career at a leading international public accounting and auditing firm, where he worked with clients providing accounting, management accounting, and auditing services. In addition to his experience in accounting, he has served in many executive interim leadership roles as well as team leader in many business consulting assignments with a specialization in dispute resolution.

Nicholas has experience developing and leading teams that implement solutions designed to ensure optimal performance through financial planning, budgeting, profitability, and needs analysis. Nicholas's experience includes restructuring and corporate finance, including roles as a financial advisor and investment banker.

Nicholas works closely with clients to build comprehensive and strategic plans incorporating financial planning, consolidation, infrastructure, management reporting, and business intelligence to support growth. He has managed clients and businesses in the U.S., China, Hong Kong, Israel, and South Africa. His clients include corporations, banks, lenders and other secured and unsecured creditors, buyers, sellers, bankruptcy counsel, and litigators.

Nicholas holds a bachelor of commerce degree in financial and management accounting, auditing, business management, marketing, and finance from the University of Port Elizabeth, South Africa.



Nicholas Rubin

Direct: 949.357.2364

Mobile: 949.633.1628

Email: nrubin@
force10partners.com



Brian Weiss

Brian specializes in advising public and private companies with complex transactions including business restructuring, crisis management, and acquisitions/divestitures. Brian focuses on in- and out-of-court business restructuring serving in various capacities, including financial advisor to both debtors and creditors, chief restructuring officer, plan/liquidating trustee, and expert witness.



Brian Weiss

Direct: 949.357.2368

Mobile: 949.933.7011

Email: bweiss@
force10partners.com

Prior to co-founding Force 10 Partners in 2016, Brian was the principal of BSW & Associates, a firm he founded in 2006. Prior to 2006, Brian served as Vice President of Finance, North America for Tomy Co. Ltd. with consolidated revenues in excess of \$1 billion. Brian successfully led the financial turnaround of the North America business unit prior to its merger with its largest competitor. Brian also served as Financial Controller for Jazz Semiconductor, a spin-off of Conexant Systems' semiconductor manufacturing operations through a joint venture with The Carlyle Group. Brian was responsible for preparing the company for an initial public offering, leading the acquisition due diligence process, structuring joint ventures/strategic investments, oversight of all finance, accounting, and reporting functions, and the company-wide implementation of the Sarbanes-Oxley Act.

Brian has also served in senior finance capacities for Avamar Technologies (acquired by EMC Corporation) and Flashcom, Inc. At Flashcom, Brian was responsible for preparing the company for an initial public offering, financial planning, leading the due diligence process for proposed strategic transactions, and managing the accounting department. Brian was also employed at PricewaterhouseCoopers LLP. He is a Certified Public Accountant and received his master's degree in business administration from the University of Southern California.

EXHIBIT 2

LIST OF PARTIES SEARCHED

Shahan Ohanessian
Shoushana Ohanessian
Jowita Chomentowska
Hillair Capital Management LLC
Peter Rosenthal Irrevocable Trust, Dated October 31, 2012
Queen Funding LLC
App Group International, LLC
GTR Source LLC
HOP Capital, LLC
Avitus, Inc.
Imran Firoz
Scoobeez SD, LLC
Kirk Davis
Salvador Rivas
Scoobeez Truck
Amazon.com, Inc.
B-One Construction Co., Inc.
Daneyda Garcia
Robert Green
Sean McNair
Yareb Ishel Garcia
Yared Garcia
Marwad Griffin

Kimberly Garcia
Jacob Lee Degough
Joshua Dewayne Jackson
Azad Baban
Minas Sarafian
Bernardo Parra
Paulette Murry
Millessa Oberhauser
Steve Oberhauser
Kyle Garrett Tomchesson
De'Von Walker
Jassim M. Addal
Andre Mathews
Zaki Fars
Alissa Guler
Jhovany Rojas Hernandez
Maria Salgado
Roy Castellanos
Patricia Mora
Raef Lawson
Mostafa Joharifard
Enterprise Holdings
Ahart, Alan M.
Albert, Theodor C.
Barash, Martin R.

Bason, Neil W.
Bauer, Catherine E.
Bluebond, Sheri
Brand, Julia W.
Carroll, Peter H.
Clarkson, Scott C.
Donovan, Thomas B.
Houle, Mark D.
Johnson, Wayne
Kaufman, Victoria S.
Klein, Sandra R.
Kwan, Robert N.
Mund, Geraldine
Riblet, Robin L.
Robles, Ernest M.
Russell, Barry
Saltzman, Deborah
Smith, Erithe A.
Tighe, Maureen A.
Wallace, Mark S.
Yun, Scott H.
Zive, Gregg W.
Zurzolo, Vincent P.
Anderson, Peter
Sturtevant, Jill

Lau, Kenneth
Law, Dare
Mar, Alvin P.
Maroko, Ron
Morrison, Kelly
Yip, Hatty
Feuerstein, Abram S.
Green, Everett L.
Tehrani, Mohammad
Cadigan, Frank
Goldenberg, Nancy
Hauser, Michael
Ng, Queenie
Bunker, Katherine C.
Clementson, Russell
Fittipaldi, Brian
Ross, S. Margaux
AT&T Corporation
LeClairRyan
Lockton Companies LLC
Pex Cards
Hertz Global Holdings, Inc.
Grigoria Sedrakyan
ReadyRefresh by Nestle
Southern California Gas Company

Verizon
ADT Security Service
Buchalter (a/k/a Buchalter, Nemer, Fields and Younger)
Spectrum Business
NexGen Capital, LLC
Influx Capital, LLC
WG Fund, LLC
Key, Unta
Vega, Arturo
Amzayan, Edvin
Bechout, Massinissa
Yegiyan, Edvin
Uko, Prince
Levene, Neale, Bender, Yoo & Brill, LLP
Glendale, City of, CA, Water and Power
Crescenta Valley Water District
Athens Services
TACAL Properties, LLC
Laurence P. and Patricia L. Cesander d/b/a Parkway Commercial
G Suite Software, a division of Google
Halo Branded Solutions, Inc.
Indeed, Inc.
Accurate Background, LLC
Amazon Web Services, Inc.
Amazon.com, Inc.

Fed Ex
QuickBooks, a division of Intuit
UPS
USPS
RingCentral, Inc.
California Franchise Tax Board
Internal Revenue Service, District of Los Angeles
SuperVision, a division of Explore Information Services, LLC
First Advantage Corporation
First Insurance
DSP Online Ordering
Asana
LiveAgent, a division of QualityUnit, LLC
Global Results Communications
Booster Fuels, Inc.
Fleet Wash
California Department of Motor Vehicles
MailChimp
Liquid Web, LLC
Swizznet

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:
Foley & Lardner LLP, 555 South Flower Street, Suite 3300, Los Angeles, CA 90072-2411

A true and correct copy of the foregoing document entitled (*specify*): **DECLARATION OF BRIAN WEISS IN SUPPORT OF THE DEBTORS' APPLICATION FOR AN ORDER AUTHORIZING AND APPROVING THE EMPLOYMENT AND RETENTION OF WEISS AS CHIEF RESTRUCTURING OFFICER OF THE DEBTOR NUNC PRO TUNC TO MAY 16, 2019**

will be served or was served **(a)** on the judge in chambers in the form and manner required by LBR 5005-2(d); and **(b)** in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (*date*) 05/16/2019, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

Alvin Mar alvin.mar@usdoj.gov

Ashley M McDow amcdow@foley.com, sgaeta@foley.com; mhebbeln@foley.com; swilson@foley.com

Rejoy Nalkara rejoy.nalkara@americaninfosource.com

Anthony J Napolitano anapolitano@buchalter.com, IFS_filing@buchalter.com; salarcon@buchalter.com

David L. Neale dln@lnbyb.com

Gregory M Salvato gsalvato@salvatolawoffices.com, calendar@salvatolawoffices.com;

jboufadel@salvatolawoffices.com; gsalvato@ecf.inforuptcy.com

Steven M Spector sspector@buchalter.com, IFS_efiling@buchalter.com; salarcon@buchalter.com

United States Trustee (LA) ustpreion16.la.ecf@usdoj.gov

☐ Service information continued on attached page

2. SERVED BY UNITED STATES MAIL:

On (*date*) 05/16/2019, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

Honorable Julia W. Brand

United States Bankruptcy Court

Central District of California

Edward R. Roybal Federal Building and Courthouse

255 E. Temple Street, Suite 1382

Los Angeles, CA 90012

☒ Service information continued on attached page

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL (*state method for each person or entity served*): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (*date*) _____, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

☐ Service information continued on attached page

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

05/16/2019

Sonia Gaeta

/s/ Sonia Gaeta

Date

Printed Name

Signature

This form is mandatory. It has been approved for use by the United States Bankruptcy Court for the Central District of California.

2. SERVED BY UNITED STATES MAIL:

~~Scoobeez~~
~~3463 Foothill Blvd.~~
~~Glendale, CA 91214~~

~~Ashley M. McDow~~
~~Foley & Lardner LLP~~
~~555 S. Flower Street~~
~~Suite 3300~~
~~Los Angeles, CA 90071-2414~~

Accurate Background
7515 Irvine Center Drive
Irvine, CA 92618

ADT Security Services
PO Box 371878
Pittsburgh, PA 15250-7878

Alissa Guler
c/o Albert G. Stoll, Jr.
55 Francisco Street
Suite 403
San Francisco, CA 94133

Amazon
1516 Second Avenue
Seattle, WA 98101

Amazon Web Services Inc.
440 Terry Ave N
Seattle, WA 98109

App Group International, LLC
85 Broad Street, 17th Floor
New York, NY 10004

Arturo Vega and Unta Key
c/o Eric K. Yaeckel
Sullivan Law Group, APC
2330 Third Avenue
San Diego, CA 92101

Asana
1550 Bryant Street, Suite 800
San Francisco, CA 94103

AT&T Corp.
c/o CT Corporation
818 Seventh Street, Suite 930
Los Angeles, CA 90017

Athens Services
14048 E. Valley Blvd.
La Puente, CA 91746

Avitus, Inc.
c/o David M. Wagner, Esq.
Crowley Fleck, PLLP
P.O. Box 10969
Bozeman, MT 59719

Azad Baban
c/o Justin Silverman, Esq.
Reisner & King LLP
14724 Ventura Blvd., Suite 1210
Sherman Oaks, CA 91403

Bernardo Parra
c/o Mancini Law Group, P.C.
7170 W. Grand Avenue
Elmwood Park, IL 60707

BMW Financial Services NA, LLC
Bankruptcy Servicer
AIS Portfolio Servcies, LP
4515 N. Santa Fe Ave., Dept. APS
Oklahoma City, OK 73118

Booster Fuels
11 N. Ellsworth Avenue
San Mateo, CA 94403

California Franchise Tax Board
Franchise Tax Board Bankr. Section
PO Box 2952, MS:A-340
Sacramento, CA 95812-2952

City of Glendale Water & Power
141 North Glendale Ave., Level 2
Glendale, CA 91206

Corporation Service Company
as Representative
PO Box 2576
Springfield, IL 62708

Crescenta Valley Water District
2700 Foothill Blvd.
La Crescenta, CA 91214

CT Corporation System
as Representative
330 N. Brand Blvd., Suite 700
Attn: SPRS
Glendale, CA 91203

De'Von Walker
c/o David Yeremian & Associates, In
535 N. Brand Blvd., Suite 705
Glendale, CA 91203

DSP Online Order
5825 Southwest Arctic Drive
Beaverton, OR 97005

Edvin Amzayan, c/o State of CA
Dept. of Industrial Relations
Labor Commission Office
455 Golden Gate Ave., 10th Floor
San Francisco, CA 94102

Edvin Yeghyan, c/o State of CA
Dept. of Industrial Relations
Labor Commission Office
455 Golden Gate Ave., 10th Floor
San Francisco, CA 94102

Enterprise Holdings, Inc.
600 Corporate Park Drive
Saint Louis, MO 63105

Fed Ex
942 South Shady Grove Road
Memphis, TN 38120

First Advantage
1 Concourse Parkway NE
Suite 200
Atlanta, GA 30328

First Insurance Funding
450 Skokie Blvd., Ste. 1000
Northbrook, IL 60062-7917

Fleetwash Inc.
26 Law Drive
Fairfield, NJ 7004

Global Results Communications
201 East Sandpointe Avenue
Suite 650
Santa Ana, CA 92707

Google/G Suite Software
1600 Amphitheatre Parkway
Mountain View, CA 94043

GTR Source LLC
1006 Monmouth Ave
Lakewood, NJ 8701

Halo Branded Solutions
1500 Halo Way
Sterling, IL 61081

Hillair Capital Management LLC
330 Primrose Road
Suite 660
Burlingame, CA 94010

Hop Capital
323 Sunny Isles Blvd., Suite 501
Sunny Isles Beach, FL 33160

Imran Firoz
c/o Brent Finch
Brent Finch Law
27200 Agoura Rd., Ste. 102
Agoura Hills, CA 91301

Indeed, Inc.
6433 Champion Grandview Way
Building 1
Austin, TX 78750

Influx Capital LLC
1049 Helen Avenue
Santa Clara, CA 95051

Internal Revenue Service
Centralized Insolvency Operation
PO Box 7346
Philadelphia, PA 19101-7346

Jacob Lee DeGough
c/o Glenn Law Firm
1017 William D. Tate Ave.
Suite 100
Grapevine, TX 76051

Jassim M. Addal
c/o Law Office of Arash Alizadeh
7545 Irvine Center Drive
Suite 200
Irvine, CA 92618

Liquid Web Inc.
2703 Ena Drive
Lansing, MI 48917

LiveAgent
c/o Quality Unit, LLC
616 Corporate Way, Suite 2-3278

Valley Cottage, NY 10989

Lockton Companies, LLC
Attn: Nate Mundy, COO
Lockton Insurance Brokers, LLC
725 S. Figueroa, 35th Floor
Los Angeles, CA 90017

Mail Chimp
c/o The Rocket Science Group, LLC
675 Ponce de Leon Ave. NE
Suite 5000
Atlanta, GA 30308

Maria Salgado
c/o Nicholas J. Tsakas, Esq.
4267 Marina City Drive
Suite 512
Marina Del Rey, CA 90292

Marwan Griffin
c/o Aegis Law Firm, PC
9811 Irvine Center Drive
Suite 100
Irvine, CA 92618

Massinissa Bechout, c/o State of CA
Dept. of Industrial Relations
Labor Commission Office
455 Golden Gate Ave., 10th Floor
San Francisco, CA 94102

Minas Sarafian
c/o Simonian & Simonian, PLC
144 N. Glendale Ave., #228
Glendale, CA 91206

Mostafa Joharifard
1651 E. Edinger Ave.
Suite 100
Santa Ana, CA 92705

NexGen Capital, LLC
c/o David Neale
Levene Neale Bender
10250 Constellation Blvd., #1700
Los Angeles, CA 90067

Office of the Director
Department of Motor Vehicles
2415 1st Avenue, MS: F101
Sacramento, CA 95818-2606

Peter Rosenthal Irrevocable Trust
dated 10/31/2012
3450 N. Verdugo Rd.
Glendale, CA 91208

Pex Cards
462 7th Avenue
21st Floor
New York, NY 10018

Premier Business Bank
700 S. Flower Street, #2000
Los Angeles, CA 90017

Prince Uko, c/o State of CA
Dept. of Industrial Relations
Labor Commission Office
455 Golden Gate Ave., 10th Floor
San Francisco, CA 94102

Queen Funding LLC
2221 NE 164 ST
North Miami Beach, FL 33160

Quickbooks
c/o Intuit Inc.
2700 Coast Avenue
Mountain View, CA 94043

Raef Lawson
8601 Lincoln Blvd.
Ste. 180-276
Los Angeles, CA 90045

Rafael Nendel - Flores
c/o LeClairRyan
725 S. Figueroa Street
Suite 350
Los Angeles, CA 90017

Ready Refresh
4400 S. Kolmar Ave.
Chicago, IL 60632

Ready Refresh (Foothill Location)
4400 S. Kolmar Ave.
Chicago, IL 60632

Ring Central
20 Davis Drive
Belmont, CA 94002

Roy Castelanos
c/o Employees' Legal Advocates, LLP
811 Wilshire Blvd.
Suite 800
Los Angeles, CA 90017

Sean McNair
c/o Hamed Yazdanpanah & Associates
9454 Wilshire Blvd., 6th Floor
Beverly Hills, CA 90212

Southern California Gas Company
PO Box 1626
Monterey Park, CA 91754-8626

Spectrum Business
c/o Charter Communications
PO Box 790261
Saint Louis, MO 63179

Steve & Millessa Oberhauser
c/o Sanders Bajwa LLP
919 Congress Ave., Suite 750
Austin, TX 78701

SuperVision
PO Box 21636
Saint Paul, MN 55121

Swizznet
6075 California Avenue SW
Seattle, WA 98136

T-Mobile/T-Mobile USA Inc.
by American InfoSource as agent
PO Box 248848
Oklahoma City, OK 73124

Texas Department of Insurance
Division of Workers' Compensation
7551 Metro Center Drive, Suite 100
Austin, TX 78744

The Hertz Corporation
Attn: Casey Rodriguez, Division VP
2 Schoephoester Road
Windsor Locks, CT 6096

UPS
55 Glenlake Parkway NE
Atlanta, GA 30328

US Securities and Exchange Commissi
Attn: Bankruptcy Counsel
444 S. Flower St., Suite 900
Los Angeles, CA 90071-9591

USPS
475 Lenfant Plaza SW
Washington, DC 20260

Verizon
PO Box 489
Newark,NJ 07101-0489

WG Fund LLC
1734 8th Avenue
Suite PH
Brooklyn,NY 11215

Amazon Logistics, Inc.
Attn: General Counsel
410 Terry Avenue North
Seattle,WA 98109-5210

Deputy General Counsel
The Hertz Corporation
8501 Williams Rd., 2DO40
Estero,FL 33928

Kirk Davis
c/o Law Offices of Daniel A. Kaplan
555 W. Beech St., Suite 230
San Diego,CA 92101

Salvador Rivas
c/o Law Offices of Daniel A. Kaplan
555 W. Beech St., Suite 230
San Diego,CA 92101

Scoobeez SD, LLC
c/o Law Offices of Daniel A. Kaplan
555 W. Beech St., Suite 230
San Diego,CA 92101

Shane R. Heskin
White and Williams LLP
1650 Market Street
One Liberty Place, Suite 1800
Philadelphia,PA 19103-7395

Emil Davtyan
Davtyan Professional Law Corp.
21900 Burbank Blvd., Suite 300
Woodland Hills,CA 91367

Steven M. Spector
BUCHALTER, A Professional Corporati
1000 Wilshire Blvd., Suite 1500
Los Angeles,CA 90017

Graham S.P. Hollis
Graham Hollis APC
3555 Fifth Avenue, Suite 200
San Diego,CA 92103

Corporation Service Company,
as Representative
801 Adlai Stevenson Drive
Springfield,IL 62703

Garo and Aroussiak Dekirmendjian
c/o Bulldog Commercial Real Estate
Attn: John Raudsep, President
3634 Woodcliff
Sherman Oaks,CA 91403

Parkway Commercial Realty
Attn: Laurence & Patricia Cesander
2485 E. Southlake Blvd.
Southlake,TX 76092

TACAL Properties LLC
c/o Peloton Commercial Real Estate
PO Box 15039
San Antonio,TX 78212

~~Scoobeez Global, Inc.~~
~~3463 Foothill Blvd.~~
~~Glendale,CA 91214~~

~~Scoobur LLC~~
~~3463 Foothill Blvd.~~
~~Glendale,CA 91214~~

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:
Foley & Lardner LLP, 555 South Flower Street, Suite 3300, Los Angeles, CA 90072-2411

A true and correct copy of the foregoing document entitled (*specify*): **APPLICATION FOR AN ORDER AUTHORIZING AND APPROVING (I) APPOINTING BRIAN WEISS AS CHIEF RESTRUCTURING OFFICER OF THE DEBTORS NUNC PRO TUNC TO MAY 16, 2019; DECLARATION OF BRIAN WEISS IN SUPPORT THEREOF**

will be served or was served (a) on the judge in chambers in the form and manner required by LBR 5005-2(d); and (b) in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (*date*) 05/16/2019, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

Alvin Mar alvin.mar@usdoj.gov
Ashley M McDow amcdow@foley.com,
sgaeta@foley.com;mhebbeln@foley.com;swilson@foley.com;jsimon@foley.com
Rejoy Nalkara rejoy.nalkara@americaninfosource.com
Anthony J Napolitano anapolitano@buchalter.com, IFS_filing@buchalter.com;salarcon@buchalter.com
David L. Neale dln@lnbyb.com
Gregory M Salvato gsalvato@salvatolawoffices.com,
calendar@salvatolawoffices.com;jbouffadel@salvatolawoffices.com;gsalvato@ecf.inforuptcy.com
Steven M Spector sspector@buchalter.com, IFS_efiling@buchalter.com;salarcon@buchalter.com
United States Trustee (LA) ustpreion16.la.ecf@usdoj.gov

☐ Service information continued on attached page

2. SERVED BY UNITED STATES MAIL:

On (*date*) 05/16/2019, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

Honorable Julia W. Brand
United States Bankruptcy Court
Central District of California
Edward R. Roybal Federal Building and Courthouse
255 E. Temple Street, Suite 1382
Los Angeles, CA 90012

☒ Service information continued on attached page

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL (*state method for each person or entity served*): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (*date*) _____, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

☐ Service information continued on attached page

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

05/16/2019

Sonia Gaeta

/s/ Sonia Gaeta

Date

Printed Name

Signature

This form is mandatory. It has been approved for use by the United States Bankruptcy Court for the Central District of California.

2. SERVED BY UNITED STATES MAIL:

~~Scoobeez~~
~~3463 Foothill Blvd.~~
~~Glendale, CA 91214~~

~~Ashley M. McDow~~
~~Foley & Lardner LLP~~
~~555 S. Flower Street~~
~~Suite 3300~~
~~Los Angeles, CA 90071-2411~~

Accurate Background
7515 Irvine Center Drive
Irvine, CA 92618

ADT Security Services
PO Box 371878
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c/o CT Corporation
818 Seventh Street, Suite 930
Los Angeles, CA 90017

Athens Services
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La Puente, CA 91746

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BMW Financial Services NA, LLC
Bankruptcy Servicer
AIS Portfolio Services, LP
4515 N. Santa Fe Ave., Dept. APS
Oklahoma City, OK 73118

Booster Fuels
11 N. Ellsworth Avenue
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California Franchise Tax Board
Franchise Tax Board Bankr. Section
PO Box 2952, MS:A-340
Sacramento, CA 95812-2952

City of Glendale Water & Power
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Corporation Service Company
as Representative
PO Box 2576
Springfield, IL 62708

Crescenta Valley Water District
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La Crescenta, CA 91214

CT Corporation System
as Representative
330 N. Brand Blvd., Suite 700
Attn: SPRS
Glendale, CA 91203

De'Von Walker
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First Insurance Funding
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Global Results Communications
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Google/G Suite Software
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GTR Source LLC
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Halo Branded Solutions
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Hillair Capital Management LLC
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Burlingame, CA 94010

Hop Capital
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Santa Clara, CA 95051

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LiveAgent
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Peter Rosenthal Irrevocable Trust
dated 10/31/2012
3450 N. Verdugo Rd.
Glendale,CA 91208

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21st Floor
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